



U.S. Department of Justice

Criminal Division

Washington, DC 20530

December 12, 2018

Eric Snyder  
Jones Day  
Washington Office  
51 Louisiana Ave. NW  
Washington, DC 20001  
esnyder@jonesday.com

Re: Jose Conceicao Santos Filho

Dear Counsel:

On the understandings specified below, the United States Department of Justice, Criminal Division, Fraud Section and Money Laundering and Asset Recovery Section and the United States Attorney's Offices for the Eastern District of New York and for the Southern District of Florida (collectively, the "Government") will not criminally prosecute Jose Conceicao Santos Filho ("Mr. Conceicao") for any conduct related to his participation in corruption at Odebrecht S.A., its subsidiaries or affiliated entities (collectively, "Odebrecht") because, among other reasons, Mr. Conceicao has agreed to guilty in Brazil for the same conduct.

This Agreement is premised on several conditions:

- (1) Mr. Conceicao will truthfully and completely disclose all information with respect to the activities of himself and others concerning all matters about which the Government inquires of him, which information can be used for any purpose.
- (2) Mr. Conceicao will cooperate fully with the Government, the Federal Bureau of Investigation, and any other criminal or civil law enforcement agency, in the United States or a foreign jurisdiction, designated by the Government, provided that such other agency agrees to be bound by this agreement. Further, any meeting with the foreign jurisdiction will occur in the United States, or at a mutually agreed upon location. Mr. Conceicao agrees that he shall cooperate fully with the Government by:
  - (a) providing truthful and complete information and testimony, and producing documents, records and other evidence, when called upon by the Government, whether in interviews, before a grand jury, or at any trial or other court proceeding;

- (b) appearing at such grand jury proceedings, hearings, trials, and other judicial proceedings, and at meetings, as may be required by the Government; and
  - (c) if requested by the Government, working in an undercover role to contact and negotiate with others suspected and believed to be involved in criminal misconduct, under the supervision of, and in compliance with, law enforcement officers and agents.
- (3) Mr. Conceicao will not disclose his cooperation to anyone without the express permission of the Government.
- (4) Mr. Conceicao will provide to the Government upon request, any document, record, electronic data, or other tangible evidence relating to matters about which the Government or any designated criminal or civil law enforcement agency inquires of him, wherever such item may be located.
- (5) Mr. Conceicao will bring to the Government's attention all crimes that he has committed under the laws of any jurisdiction, and all administrative, civil or criminal proceedings, investigations, or prosecutions in which he has been or is a subject, target, party, or witness.
- (6) Mr. Conceicao will commit no crimes whatsoever, under the laws of any jurisdiction. Moreover, any assistance Mr. Conceicao may provide to United States federal criminal investigators shall be pursuant to the specific instructions and control of the Government and designated United States investigators.
- (7) Mr. Conceicao agrees that the Government may meet with and debrief him without the presence of counsel, unless Mr. Conceicao specifically requests counsel's presence at such debriefings and meetings. Upon request of Mr. Conceicao, the Government will endeavor to provide advance notice to counsel of the place and time of meetings and debriefings, it being understood that the Government's ability to provide such notice will vary according to time constraints and other circumstances. The Government may accommodate requests to alter the time and place of such debriefings. It is understood, however, that any cancellations or reschedulings of debriefings or meetings requested by Mr. Conceicao that hinder the Government's ability to prepare adequately for trials, hearings or other proceedings may adversely affect Mr. Conceicao's ability to cooperate fully with the Government. Matters occurring at any meeting or debriefing may be considered by the Government in determining whether Mr. Conceicao has complied with this agreement.

It is understood that, should Mr. Conceicao violate any of the conditions of this agreement, listed above, Mr. Conceicao shall thereafter be subject to prosecution in the United States for any federal criminal violation of which the Government has knowledge. Any such prosecution that is not time-barred by the applicable statute of limitations on the date of the signing of this Agreement may be commenced against Mr. Conceicao, notwithstanding the expiration of the statute of limitations between the signing of this Agreement and the commencement of such prosecution. It is the intent of this Agreement to waive all defenses based on the statute of limitations with respect to any prosecution that is not time-barred on the date that this Agreement is signed.

It is further understood that, should Mr. Conceicao violate any of the conditions of this Agreement, listed above, (a) all statements made by Mr. Conceicao to the Government or other designated law enforcement agents, and any testimony given by Mr. Conceicao before a grand jury or other tribunal, whether prior to or subsequent to the signing of this Agreement, and any leads from such statements or testimony shall be admissible in evidence in any criminal proceeding brought against Mr. Conceicao; and (b) Mr. Conceicao shall assert no claim under the United States Constitution, any statute, Rule 410 of the Federal Rules of Evidence, or any other federal rule that such statements or any leads therefrom should be suppressed. It is the intent of this Agreement to waive all rights in the foregoing respects.

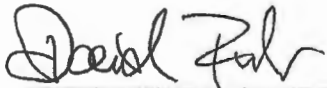
Mr. Conceicao further agrees to waive any objection to venue in the event of any such prosecution and specifically agrees not to contest venue, without limitation, in the Eastern District of New York.

It is further understood that this Agreement does not bind any United States federal, state or local prosecuting authority other than the Government, nor does it bind any foreign authority. The Government will, however, bring the cooperation of Mr. Conceicao to the attention of other prosecuting offices, both in the United States and foreign jurisdictions, if requested by Mr. Conceicao. If the Government receives a request from any local, state, federal or foreign law enforcement office or prosecutor's office for access to statements made by Mr. Conceicao, the Government may furnish such information, but will do so only on the condition that the requesting office honor the provisions of this agreement.

With respect to this matter, this Agreement supersedes all prior, if any, understandings, promises and/or conditions between the Government and Mr. Conceicao. No additional promises, agreements, or conditions have been entered into other than those set forth in this letter and none will be entered into unless in writing and signed by all parties.

Sincerely,

SANDRA MOSER  
ACTING CHIEF  
DEPARTMENT OF JUSTICE  
CRIMINAL DIVISION  
FRAUD SECTION



By: Lorinda Laryea  
David Fuhr  
Katherine Raut  
Trial Attorneys

12/17/2018

Date

DEBORAH CONNOR  
CHIEF  
DEPARTMENT OF JUSTICE  
CRIMINAL DIVISION  
MONEY LAUNDERING AND  
ASSET RECOVERY SECTION

Randall Warden  
By: Randall Warden  
MaryAnn McCarthy  
Trial Attorneys

12/17/18  
Date

RICHARD P. DONOGHUE  
UNITED STATES ATTORNEY  
EASTERN DISTRICT OF NEW YORK

[Signature]  
By: Alexandra Smith  
Julia Nestor  
Assistant United States Attorneys

12/17/18  
Date

ARIANA FAJARDO ORSHAN  
UNITED STATES ATTORNEY  
SOUTHERN DISTRICT OF FLORIDA

[Signature]  
By: Karen Rochlin  
Assistant United States Attorney

12/27/2018  
Date

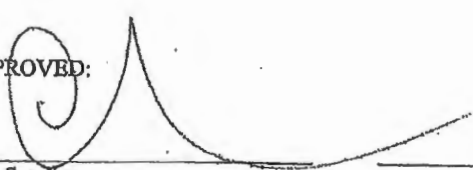
AGREED AND CONSENTED TO:

[Signature]  
Jose Conceicao Santos Filho

12-13-2018  
Date



APPROVED:

  
Eric Snyder  
Attorney for  
Jose Conceicao Santos Filho

Date

12-14-18

